

CONSTITUTION

Fully reviewed and updated June 2015

FOREWORD

The Society was formed in 1972 as an unincorporated club and the earliest set of rules referred to during this most recent review of the constitution were dated 1985, prior to charity registration in 1989. It is noted that many of the rules have remained similar to the original, except that additional clauses have been added over the 40+ years following concerns and matters arising in the running of the Society. This has resulted in the Constitution becoming disjointed and contradictory to some of the practices or recommended practices of the organisation to ensure that the charitable objective is met in an effective and efficient manner.

Following notification at the 2014 Annual General Meeting whereby all members were invited to be involved, a working party was formed which consisted of a founding member of the society as well as committee and other members. The current constitution was compared with the model that NODA has available and during August and September 2014 four meetings were held by the working party to review every clause, with special consideration being given to those areas which have been known to cause issues previously, particularly membership and productions. From this, the following constitution has been proposed for acceptance by the members at the next General Meeting, scheduled June 2015.

Note that reference has also been made to charity commission guidance as follows:

“Your charity’s governing document is a legal document. It works as a rulebook, setting out:

- its charitable purposes (‘objects’)
- what it can do to carry out its purposes (‘powers’), such as borrowing money
- who runs it (‘trustees’) and who can be a member
- how meetings will be held and trustees appointed
- any rules about paying trustees, investments and holding land
- whether the trustees can change the governing document, including its charitable objects (‘amendment provisions’)
- how to close the charity (‘dissolution provisions’)

As a trustee, you must have a copy of your charity’s governing document. Refer to it regularly because it tells you how to run your charity. For example:

- how many trustees are needed to make decisions, how to recruit them and how to run trustee meetings
- how to look after your charity’s money, land, property or investments and keep accounts
- how to resolve internal disputes”

Furthermore, since this is a legal document, a review has been performed by a legal specialist (Phil Watts, Senior Associate in the Charities Team for Anthony Collins Solicitors LLP). Most recommendations made were incorporated with the exception of those that would have required charity commission approval (ie to separate out the powers from the objects) or where it would not affect the overall interpretation of the document.



TITLE	3
OBJECTS	3
MEMBERSHIP	3
MANAGEMENT	4
PRODUCTIONS	5
FINANCE	6
MEETINGS	6
DISSOLUTION	7
INDIVIDUAL LIABILITY	7

TITLE

1. The Society shall be called "Telford and District Light Operatic Players" operating as "TADLOP".

OBJECTS

2. The object of the Society is to educate the public in the dramatic and operatic arts, to further the development of public appreciation and taste in the said arts (to further assist such charitable institutions and charitable purposes as the committee shall from time to time determine); and the furtherance of this object but not otherwise the Society through its management committee shall have the following powers:
 - a. To promote plays, drama, comedies, operas, operettas and other dramatic and operatic works of educational value.
 - b. To purchase, acquire and obtain interests in the copyright of, or the right to perform or show any such dramatic or operatic works.
 - c. To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects.
 - d. To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions, donation and otherwise: providing that the Society shall not undertake any permanent trading activities in raising funds.
 - e. To do all such other things as shall further the object of the Society.

MEMBERSHIP

3. The Society shall consist of three categories of Members; Performing, Performing Student (defined as anyone in full-time education) and Non-Performing and may also include as honorary Life Members such other persons as shall have rendered special services to the Society.
4. Membership shall be open to all those having sympathy with the objects of the Society and desiring actively to further such objects and to pay the entrance fee and annual subscription as determined from time to time.

5. Applications for Performing and Non-Performing membership from persons over compulsory school leaving age shall be made in writing, signed by the applicant, to the Membership Secretary, who shall submit the same to the Management Committee for its decision. The Management Committee shall not withhold membership except where there is good and sufficient reason a child ceases to be of compulsory school age on the last Friday in June in the academic year they are 16.
6. Prior to admission all candidates for membership as performers (Performing and Performing Student Members) shall satisfy the Management Committee as to their musical theatre ability in one or more of the three disciplines of singing, acting and dancing. Where the candidate is not able to demonstrate existing ability in any of the three disciplines, this will not prevent membership provided that his/her participation is not likely to hinder or affect others in a negative fashion.
7. All applicants for Performing Membership will be invited to attend a workshop whereby the Management Committee and appointed advisors, where applicable, will consider their suitability for the Society.
8. Members may, on recommendation from the Management Committee, be nominated for Honorary Life membership, provided that they have supported the Society as a paid (Performing or Non-Performing) member and can demonstrate this for over 25 years (continuous).
9. The Management Committee may, by a unanimous vote, remove from the list of members the name of any Member who has persistently neglected the work undertaken by the Society or whose conduct it considers likely to endanger the welfare or reputation of the Society. The individual shall have the right to be heard by the Management Committee, accompanied by an individual of his/her choice before a final decision is made.
10. The annual monetary subscription to the Society shall be decided at the Annual General Meeting following an appropriate proposal by the outgoing Management Committee and majority ruling by those members present and entitled to vote.
11. No member may address a general meeting or take part in any productions of the Society unless his or her subscription has been paid, except in

exceptional circumstances agreed by the Management Committee.

12. Subscriptions shall become due on 1st January annually. Members must pay their subscription by 31st January to avoid their membership lapsing. Members whose membership has lapsed will have to re-apply for membership.
13. Members wishing to resign before their membership lapses must give written notice to the Secretary.

MANAGEMENT

14. The Officers of the Society shall be:
 - Chairperson
 - Vice Chairperson
 - General Secretary
 - Treasurer
 - Membership Secretary
 - Business Manager
 - Health and Safety Manager
 - Marketing Manager
 - Publicity Manager
 - Ticket Secretary
 - Minute Secretary

who each hold office in an honorary capacity.

15. The Society shall be managed by a Management Committee consisting of the Officers and one General Member.
16. The Management Committee (including the Officers) shall retire annually but shall be eligible for re-election at the Annual General Meeting. All nominations for election to the Management Committee must be made by Members of the Society in writing and must be in the hands of the Secretary at least seven days before the Annual General Meeting. Should nominations exceed vacancies and sufficient are not withdrawn at or before such Meeting, the election shall be by written ballot. Only members over the age of eighteen shall be allowed to vote and serve on the Management Committee, although younger Members are invited to attend and share opinions at the Annual General Meeting (but are not eligible to vote) and can be Members as appropriate of Sub-committees formed in accordance with this Constitution.

17. A member of the Management Committee shall cease to hold office if he or she:
 - is disqualified from acting as a member of the Management Committee by virtue of the Charities Act 2011 or any statutory modification or re-enactment thereof for the time being in force,
 - becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - is absent without permission of the Management Committee from all their meetings held within a period of six months and the Management Committee resolve that his or her office be vacated, or
 - notifies to the Management Committee a wish to resign (but only if a quorum of the Management Committee will remain in office when the notice of resignation is to take effect).
18. The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
19. No person shall be entitled to act as a member of the Management Committee whether on a first or subsequent entry into office until after signing the appropriate declaration of acceptance and of willingness to act in the trusts of the Society.
20. No member of the Management Committee shall acquire any interest in property belonging to the Society otherwise than as a trustee for the charity or receive remuneration or be interested (otherwise than as a Member of the Management Committee) in any contract entered into by the Management Committee.
21. Every matter shall be determined by a majority of votes of the members of the Management Committee present and voting on the question but in the case of equality of votes the Chairperson of the meeting shall have a second or casting vote.
22. There shall be a quorum when at least one half of the number of members of the Management Committee for the time being or 5 of the Management Committee, whichever is the greater, are present at a meeting.

-
23. The Management Committee shall have power to decide any questions arising out of this Constitution and all other matters connected with the Society (other than those which can be dealt with only by the Society in General Meeting) and make, maintain and publish all necessary orders regulations and bye-laws in connection therewith. These powers include but are not limited to:
- co-opt members where necessary; and
 - appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee, provided that there are prescribed terms of reference and all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Management Committee and approved where necessary.
 - one of these sub-committees will be the Production Team consisting of the Production Director, Musical Director, Choreographer (as necessary) and Stage Manager. The Production Team will attend meetings of the Management Committee as requested in an advisory capacity.
24. The Management Committee shall meet at least six times per year and the Secretary shall notify all Members of the Management Committee of the time and place of such meetings.
25. A special meeting may be called at any time by the Chairperson or by any two members of the Management Committee upon not less than 2 days' notice being given to the other members of the Management Committee of the matters to be discussed.
26. The Chairperson shall act as chairperson at meetings of the Management Committee. If the Chairperson is absent from any meeting, the members of the Management Committee shall choose one of their number (usually the Vice Chairperson) to be chairperson of the meeting before any other business is transacted.
27. The Management Committee shall keep minutes, of the proceedings of meetings of the Management Committee and any sub-committee.
28. The Management Committee may from time to time make and alter rules, policies and procedures for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule, policies or procedures may be made which is inconsistent with the Constitution.
- ## PRODUCTIONS
29. The Management Committee shall, in consultation with the membership where appropriate, select the venue, dates and works that are suitable and available for forthcoming productions and shall invite applicants to form a Production Team. Alternatively, the Management Committee may consider applications from a prospective Production Team for a show that is feasible, suitable and available.
30. The cast for all productions and events shall be selected following an appropriate audition process by an appointed audition panel. The form and structure of the audition process is proposed by the Production Team and must be pre-approved by the Management Committee.
31. The audition panel shall be the Director, Musical Director, Choreographer (where practicable) and an independent person (i.e. non-Member of the Society) who will be selected by the Management Committee. In the event of an equality of votes, the Director shall have the casting vote. A Management Committee member shall oversee audition proceedings. In general, the Production Team are not eligible to audition. Any exceptions must be formally pre-approved by the Management Committee and that individual will not be eligible to form part of the audition panel.
32. Revisions to the cast of a production or event once auditioned and published will only be made if the cast member declares that they no longer wish or are able to undertake the role due to unforeseen events/matters arising after the auditions have been held, subject to the provisions laid out elsewhere in this constitution.
33. Performing Members shall to the best of their ability play the parts assigned to them and follow the directions given at all rehearsals and performances.

34. The Musical Director shall conduct all music rehearsals and the Director shall direct all stage rehearsals.
35. The Production Team, with Management Committee approval, can invite non-Members to perform in a production where required. This may include people who are not eligible to be Members.
36. A record of the attendances of Members at rehearsals shall be kept by the Production Team. The Management Committee on recommendation from the Production Team shall have power to prohibit any individual whose non-attendance at rehearsals is deemed excessive, unexplained or is negatively impacting on the quality and experience for others.
37. No Member of TADLOP or the Production Team shall receive any remuneration other than legitimate expenses pre-approved by the Management Committee.
43. The funds of the Society, including all Members' fees, donations, box office income and bequests, shall be paid into an account operated by the Management Committee in the name of the Society at such bank as the Management Committee shall from time to time decide.
44. All payments from Society (including electronic bank payments) must be authorised by at least two members of the Management Committee out of up to five nominated signatories. The signatories are to be nominated as appropriate by the Management Committee and should include the Chair and the Treasurer.
45. No expenditure shall be incurred by any Member or other person on behalf of the Society unless this has been pre-approved in a budget or sanctioned by the Management Committee.

FINANCE

38. The funds of the Society shall be applied solely in furthering the objects of the Society.
39. The financial year of the Society shall commence on 1st January and the annual report, accounts and return shall be prepared in line with the Charities Act 2011 or any statutory modification or re-enactment thereof for the time being in force.
40. Within two calendar months of the final performance of any work produced by the Society, the Management Committee shall prepare, or cause to be prepared, a full statement of the receipts and expenses of each production and the same shall be open for the inspection of Members at such time and place as the Management Committee shall decide.
41. All monies due and owing to the Society shall be recoverable at law in the name of the Secretary.
42. The Society shall take out all necessary insurance cover including Trustees'/Officers' indemnity insurance.

MEETINGS

46. The Annual General Meeting of the Society shall be held within six months of the financial year end (31 December) when the report of the Management Committee and the accounts for the preceding year, duly examined, shall be presented; an examiner appointed as required by charity law; the Management Committee appointed and any other business will be transacted of which the Secretary has received 14 days' notice in writing.
47. Every Annual General Meeting shall be called by the Management Committee.
48. An Extraordinary General Meeting of the Society may be called at the discretion of the Management Committee or shall be called within 21 days after the receipt by the Secretary of a requisition in writing to that effect signed by at least twelve Members. Every such requisition shall specify the business with which the meeting is to be concerned and no other business shall be transacted at such meeting.
49. The Secretary shall give at least 21 days' notice of any General Meeting to all Members of the Society. All the Members of the Society shall be entitled to attend and vote at the meeting.
50. If all the before-mentioned positions shall not be filled at the General Meeting, or any casual vacancy shall thereafter occur, the same shall be

filled by the remaining members of the Management Committee.

51. A President shall be elected by the outgoing Management Committee on a yearly basis at the Annual General Meeting.
52. The Secretary, or other person appointed by the Management Committee, shall keep a full record of proceedings at every General Meeting of the Society.
53. Unless otherwise provided by these rules, all resolutions brought forward at a General Meeting shall be decided by a majority of votes properly recorded at such Meeting.
54. No business other than the formal adjournment of the meeting shall be transacted at any General Meeting unless a quorum is present and such quorum shall consist of not less than one third of the total number of members present and qualified to vote.
55. No alteration of these rules shall be made except at a General Meeting, nor unless 21 days prior to such meeting a written notice of the proposed alteration, or of one substantially to the like effect, shall have been given to the Secretary who shall give 14 days' notice thereof to the Members and the resolution embodying such proposed alteration shall be carried by a majority of at least two-thirds of the votes and recorded thereon at the meeting.
56. No alteration of these rules shall be made which would result in the Society ceasing to be established for exclusively charitable purposes.
57. No alteration may be made to rules 2, 55, 56 and 57 (in previous version 2, 38 and 39) without the approval of the Charity Commissioners for England and Wales or other authority having charitable jurisdiction from time to time.

DISSOLUTION

58. The Society shall only be dissolved by resolution passed by a majority of at least five-sixths of the Members present and voting at a Special General Meeting called for the purpose of considering such dissolution. In the event of dissolution any balance of cash remaining in hand after the realisation of assets and payments of debts shall not be distributed among the Members of the Society but shall be applied for such charitable institutions of institution which have objects similar to the objects of the Society as the Committee with the consent of the Meeting shall determine.

INDIVIDUAL LIABILITY

59. If any Member incurs any liability on behalf of the Society with the prior consent of the Management Committee or a General Meeting he or she shall be reimbursed out of the Society's funds, but if these shall be insufficient then by the Members equally between them.

ADDITIONAL COMMENTARY

1. Much discussion has taken place over whether it would be beneficial to "contemporise" the society's name. Whilst there is valid challenge in the description of the works produced which more recently would be referred to as "musical theatre" rather than "light opera" (operetta is defined by the online free dictionary as a theatrical production that has many of the musical elements of opera but is lighter and more popular in subject and style and contains spoken dialogue. Also called light opera), it was agreed that the society is now known more frequently as "TADLOP" which has been incorporated into the logo developed over the last 4 years. Changing the name may impact negatively on the loyal supporters the society has maintained since its creation in 1972 and accordingly the committee agreed it was not necessary to amend although the item has been expanded.
2. These items would require consent from the Charity Commission if they are to be amended. It was generally decided that the Object does not need to be amended except for typos and grammar.
3. Membership section has been rearranged to earlier as advised by legal advisor since this is believed to be more logical (since membership have ultimate control).
4. The NODA model refers to an entrance fee. The TADLOP constitution makes no such reference, having never charged such a fee, however it was thought worthwhile to include and confirm at £nil as the membership feel appropriate but that at a later date it may be relevant to include.
5. The NODA model states:

Membership shall be open to all those over the age of 18 years having sympathy with the objects of the Society and desiring actively to further it and to pay the entrance fee, where applicable, and the annual subscription laid down from time to time by the Executive Committee. Every member shall have one vote.

This was discussed and investigated by the working party at some length given that our current age for membership is 15. It was noted that the reason for 18 years of age by NODA seems to be due to the nature of the society in terms of all membership being entitled to vote. TADLOP have already made provisions that those

under 18 are unable to vote (see clause 33 of the June 2013 constitution). However, the child protection regulations are relevant when considering any members under the age of 18 and it seems that these become more stringent in terms of chaperones etc for those under the age of 16. Accordingly, whilst it is to be encouraged for young persons to be involved in the society in any way feasible, it was agreed that by raising the age from 15 to 16, certain protection measures which are required by law and could get overlooked will be properly considered and maintained. Clause 35 enables younger members to be involved where relevant.

14. When the society was first set-up, there were only 10 members on the committee. However, with workloads increasing over the years, this number was increased. There was much discussion on whether roles need to be defined in the constitution and it was agreed that this helps in ensuring responsibility and in particular adds structure for changing committees where this can occur on an annual basis. Furthermore, an additional post has been included as the regulations and requirements around Health & Safety become more and more stringent.
15. It was considered whether there should be any "general" members, however there are times when this can be useful in terms of workloads and this post provides flexibility for changing committees and in particular to encourage individuals who may not have served on committees previously to gain some experience.

There was also some discussion whether it might be useful to have an independent person elected to provide an outside view, however this was investigated and in practice it is expected to be quite difficult to encourage someone to take on this responsibility without being a "user trustee" and therefore having sympathy with the object of the society.

For consistency, the Committee is described as the "Management Committee" throughout rather than "General" as was previously noted here.

17. This has been recommended for inclusion from the NODA model since currently if a member of the committee were to become ill etc, there is no clear way for them (or the committee) to relieve them of their duties. Note that the Charities Act reference has been updated since the 1993 Act has now been replaced by 2011.

18. *Again, whilst not necessary through experience, it seems reasonable to include this NODA clause.*
19. *This is a useful paragraph to incorporate to ensure that the relevant declarations are made.*
20. *This also seems a useful and relevant clause to include.*
21. *Both the existing TADLOP clause and the NODA model are similar in essence, however the NODA model has been suggested as this makes it clear that majority voting applies.*
22. *It was noted that 5 members was considered appropriate when initially forming the society since this was half of the 10 members on the committee. In order to have backing of the committee and given the decisions that are delegated to them, it seems appropriate that at least half should be present.*
23. *It is reasonable that the members select the Committee which then should have the power to interpret any contentious matters which may arise without the need to call large meetings.*
 - a. *This has been particularly useful previously when a full committee has not been appointed from the members and has indeed encouraged membership of the organisation.*
 - b. *More clarification has been included, but particular items of importance have been retained, specifically appropriate terms of reference in addition to the reporting back to ensure responsibility is delegated but not absolved. Note also that it is important that the Committee can be involved in all meetings if they so wish (and where this is appropriate), given that they have ultimate responsibility.*
44. *[Added post approval at the 2015 General Meeting] The previous constitution was more specific in respect of the nominated signatories. It stated that any 2 of 4 nominated signatories would sign cheques. The 4 nominated were the Chair, Vice Chair, Treasurer and Secretary. Certainly from a practical perspective, it can be useful to have more than 2 or 3 that are nominated, however this should be limited as much as possible for protection so that "up to 5" has been included. This does not necessarily mean that there needs to be 5 signatories and it could be beneficial if it is possible to work on a practical level to limit the number to only 3 or 4 (there were only 3 signatories in 2013/14 and 2014/15) – consideration should be made in respect of this and also in respect of the likelihood of changeover in future years given that each year the committee retires and may not be reappointed. We have experienced in the past that it can take up to a year to change the signatories with the bank and this should be taken into account when signatories are nominated. Furthermore, wherever possible, it is advisable for those officers responsible for large budget items, such as the Vice Chair, not to be nominated signatories as this can then provide an extra layer of authorisation and approval. More importantly, where there are related or close officers (close being defined as individuals that are living together or in a relationship), only one of these individuals can be nominated signatories.*